

Stillwater Critical Minerals Announces Upsize to Non-Brokered Private Placement Financing

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VANCOUVER, July 28, 2025 - [Stillwater Critical Minerals Corp.](#) (TSXV:PGE)(OTCQB:PGEZF)(FSE:J0G), (the "Company", or "Stillwater") is pleased to announce that as a result of increased demand, the follow-on non-brokered private placement financing previously announced on July 15, 2025 will now consist of up to 1,646,380 units at a price of C\$0.23 per unit (each, a "Unit") for gross proceeds of up to C\$378,667.40 (the "Additional Offering"), with each unit consisting of one common share of the Company and one-half of one common share purchase warrant, and each whole warrant entitling the holder thereof to purchase one common share at a price of C\$0.34 for a period of thirty-six (36) months from the date of issuance.

The Additional Offering follows closing of the \$7 million brokered LIFE offering, as announced July 15, 2025, and will include officers of the Company among others ahead of Glencore's anticipated participation (as noted below).

The securities sold pursuant to the Additional Offering will not be issued in reliance on the Listed Issuer Financing Exemption and will be subject to a hold period of four months and one day from the closing of such offering. No finders' fees are payable on any portion of the Additional Offering. Closing of the Additional Offering is subject to certain customary conditions, including, but not limited to, the receipt of all necessary regulatory approvals and the acceptance of the TSX Venture Exchange (the "TSXV").

The Company intends to use the net proceeds of the Additional Offering for the exploration and advancement of the Company's flagship Stillwater West Ni-PGE-Cu-Co+Au project in the Stillwater mining district in Montana, U.S., for a lesser exploration program at its Kluane critical minerals project in Yukon, Canada, and for general corporate purposes and working capital.

Glencore Canada Corporation ("Glencore"), a subsidiary of [Glencore plc](#), has indicated that it intends to exercise its participation rights pursuant to the investor rights agreement between Glencore and the Company dated May 1, 2024, to acquire units to maintain its pro rata shareholding in the Company in connection with the recent LIFE offering and the Additional Offering.

In addition to Glencore (an insider of the Company), it is anticipated that certain directors and/or officers of the Company will acquire Units. Such participation will constitute "related party transactions" within the meaning of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company intends to rely on the exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 in respect of the Private Placement due to the fair market value of the related party participation being below 25% of the Company's market capitalization for purposes of MI 61-101. The Company will file a material change report in respect of the Private Placement. However, the material change report will be filed less than 21 days prior to the closing of the Private Placement, which is consistent with market practice and the Company deems reasonable in the circumstances.

The Additional Offering is scheduled to close on or around July 31, 2025 and remains subject to the final acceptance of the TSXV.

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful, including any of the securities in the United States of America. The securities have not been, and will not be,

registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons, absent registration or any applicable exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws.

About Stillwater Critical Minerals Corp.

Stillwater Critical Minerals (TSX.V:PGE)(OTCQB:PGEZF)(FSE:J0G) is a resource-stage mineral exploration company focused on its flagship Stillwater West Ni-PGE-Cu-Co + Au project in the iconic and famously productive Stillwater mining district in Montana, USA. With the addition of two renowned Bushveld and Platreef geologists to the team and strategic investments by Glencore plc, the Company is well positioned to advance the next phase of large-scale critical mineral supply from this world-class American district, building on past production of nickel, copper, and chromium, and the on-going production of platinum group, nickel, and other metals by neighboring Sibanye Stillwater. An expanded NI 43-101 mineral resource estimate, released January 2023, positions Stillwater West with the largest nickel-platinum group element resource in an active U.S. mining district as part of a compelling suite of ten minerals now listed as critical in the USA.

Stillwater also holds a 49% interest in the high-grade Drayton-Black Lake gold project adjacent to NexGold Mining's development-stage Goliath Gold Complex in northwest Ontario, currently under an earn-in agreement with Heritage Mining, and the Kluane PGE-Ni-Cu-Co critical minerals project on trend with Nickel Creek Platinum's Wellgreen deposit in Canada's Yukon Territory. The Company also holds the Duke Island Cu-Ni-PGE property in Alaska and maintains a back-in right on the high-grade past-producing Yankee-Dundee mine in BC.

FOR FURTHER INFORMATION, PLEASE CONTACT:

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Forward-Looking Statements

This news release includes certain statements that may be deemed "forward-looking statements". All statements in this release, other than statements of historical facts including, without limitation, statements regarding potential mineralization, historic production, estimation of mineral resources, interpretation of prior exploration and potential exploration results, the timing and success of exploration activities generally, the timing and results of future resource estimates, permitting time lines, metal prices and currency exchange rates, availability of capital, government regulation of exploration operations, environmental risks, reclamation, title, and future plans and objectives of the company are forward-looking statements that involve various risks and uncertainties. Although Stillwater Critical Minerals believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Forward-looking statements are based on a number of material factors and assumptions. Factors that could cause actual results to differ materially from those in forward-looking statements include failure to obtain necessary approvals, unsuccessful exploration results, changes in project parameters as plans continue to be refined, results of future resource estimates, future metal prices, availability of capital and financing on acceptable terms, general economic, market or business conditions, risks associated with regulatory changes, defects in title, availability of personnel, materials and equipment on a timely basis, accidents or equipment breakdowns, uninsured risks, delays in receiving government approvals, unanticipated environmental impacts on operations and costs to remedy same, and other exploration or other risks detailed herein and from time to time in the filings made by the companies with securities regulators. Readers are cautioned that mineral resources that are not mineral reserves do not have demonstrated economic viability. Mineral exploration and development of mines is an inherently risky business. Accordingly, the actual events may differ materially from those projected in the forward-looking statements. For more information on Stillwater Critical Minerals and the risks and challenges of their businesses, investors should review their annual filings that are available at www.sedarplus.ca.

Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this release.

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